

**IN THE UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF OKLAHOMA**

(1) FIFTH THIRD BANK, an Ohio banking corporation,)	
Plaintiff,)	
)	
v.)	
)	Case No. 15-CV-631-TCK-FHM
)	
(1) LEES SPECIALTY COMPOUNDING, LLC, a Delaware limited liability company, (2) THE APOTHECARY SHOPPE, LLC, a Delaware limited liability company, (3) THE APOTHECARY SHOPPE OF B.A., LLC, a Delaware limited liability company, (4) GETMAN-APOTHECARY SHOPPE LLC, a Delaware limited liability company, and (5) LEES SPECIALTY COMPOUNDING, INC., a Delaware corporation,)	Judge: Hon. Terence C. Kern
)	
Defendants.)	
)	

**MOTION FOR HEARING AND RELATED RELIEF ON THE
JOINT MOTIONS OF THE PLAINTIFF AND THE RECEIVER
FOR ORDERS (1) ESTABLISHING BIDDING PROCEDURES,
MANNER AND FORM OF NOTICE FOR SALE OF ASSETS HELD
BY RECEIVER AND (2) AUTHORITY TO SELL ASSETS
TO STALKING HORSE BIDDER SUBJECT TO HIGHER OFFERS**

Fifth Third Bank, an Ohio banking corporation (“*Fifth Third*” or “*Plaintiff*”), by its undersigned attorneys, and C. David Rhoades, the duly appointed, qualified and acting receiver (“*Receiver*”) of Lees Specialty Compounding, LLC, The Apothecary Shoppe, LLC, The Apothecary Shoppe of B.A., LLC, Getman-Apothecary Shoppe, LLC and Lees Specialty Compounding, Inc. (collectively, “*Lees*”), hereby jointly request that the Court enter the attached Order setting a hearing on the Joint Motions of the Plaintiff and the Receiver For Orders (1)

Establishing Bidding Procedures, Manner And Form Of Notice For Sale Of Assets Held By Receiver [Doc. 28] (the “Bid Motion”) and (2) Authority To Sell Assets To Stalking Horse Bidder Subject To Higher Offers [Doc. 27] (the “Sale Motion”). In support of this Motion, Movants allege:

1. Movants incorporates by reference the factual allegations and legal arguments set forth in the Receiver Motion [Doc. #4] and the Complaint filed herein on November 3, 2015 [Doc. #2].
2. The arguments and authorities supporting this Motion for Hearing are fully set forth in the Motions and the Exhibits thereto along with the Receiver Motion and the Complaint.
3. The economic and business conditions alleged in the Receiver Motion continue to exist, all of which places the Plaintiff’s collateral at substantial risk of continuing loss and diminution in value.
4. As set forth in detail in the Sale Motion, the Receiver has obtained an agreement from a third party to purchase substantially all of the business assets of the Lees by means of a stalking horse public auction sale.
5. The Bid Motion seeks approval of the process and procedures for the proposed sale and needs to be approved approximately 30 days before the auction.
6. The Sale Motion seeks approval of the sale to the winning bidder at the auction sale and related relief.
7. Movants therefore request this Court set a hearing on the Bid Motion approximately 15 days hereafter, preferably on the 17th or 18th of March, 2016.

8. Movants also request this Court shorten the time for filing a response to the Bid Motion and set a date certain therefore that is 2 days prior to the hearing requested hereinabove.

9. Movants therefore request this Court set a hearing on the Sale Motion approximately 30 days after the hearing on the Bid Motion, preferably on the 19th, 20th or 22nd of April, 2016.

10. Movants also request this Court set the time certain for filing a response to the Sale Motion for a date certain that is 7 days prior to the hearing requested hereinabove.

11. No attorney has entered an appearance or filed any responsive pleadings for any of the Lees.

WHEREFORE, Plaintiff prays that the Court set hearings on the Motions, shorten the time for filing a response thereto and for all such other relief as may be necessary and just. A proposed order will be submitted to the Court.

Dated: March 1, 2016

Respectfully submitted,

/s/Mark A. Craige
Mark A. Craige, OBA No. 1992

-Of the Firm-

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Receiver, C. David Rhoades, ("Receiver")

CERTIFICATE OF SERVICE

I hereby certify that on the same date this document was filed, I electronically transmitted the foregoing document to the Clerk of the Court using the ECF System for filing and transmittal of a Notice of Electronic Filing to the following ECF registrants.

I hereby certify that on the same date, I served the same document by causing a true and correct copy of the above and foregoing document to be mailed by first class U.S. Mail with sufficient postage prepaid and affixed thereon to:

The Apothecary Shoppe, LLC
c/o The Corporation Trust Company
Corporate Trust Center
1209 Orange Street
Wilmington, DE 19801

The Apothecary Shoppe of B.A. LLC
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1209 Orange Street
Wilmington, DE 19801

Lees Specialty Compounding LLC
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The undersigned further states that on the 1st day of March, 2016, he caused a true and correct copy of the above and foregoing pleading to be emailed to the following parties:

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Attorney for Lees Family

/s/Mark A. Craige
Mark A. Craige